

RECORDATION NO. 22661-G FILED

MAY 27 '08

1-07 PM

SURFACE TRANSPORTATION BOARD



## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

**VIA UPS 2<sup>nd</sup> DAY AIR**

May 23, 2008

Ms. Anne K. Quinlan  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated April 30, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22661. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Norfolk Southern Railway Company  
110 Franklin Road SE  
Roanoke, VA 24042

A description of the railroad equipment covered by the enclosed document is one hundred ninety seven (197) single cradle coil, gondola cars having NS marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne  
Rail Sr. Documentation Specialist

Enclosures

(NS085)

ASSGN. NO.: NS085

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## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 30<sup>th</sup> day of April, 2008 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Norfolk Southern Railway Company, a Virginia corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 30, 1996, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 55 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of June 1, 2008 and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Susan Grokulsky  
Name: SUSAN GROKULSKY  
Title: ASST. DIRECTOR OF DOCUMENTATION

[CORPORATE SEAL]

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: VICE PRESIDENT SALES & MARKETING

Executed on this 30<sup>th</sup> day of April, 2008.

STATE OF ILLINOIS  
COUNTY OF COOK

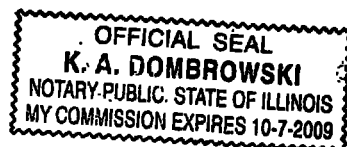
RICHARD F. SEYMOUR K.A. DOMBROWSKI, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30<sup>th</sup> day of April, 2008.

K.A. Dombrowski  
Notary Public

My Commission Expires:

10-7-2009  
(Notary Public)



LESSEE:

NORFOLK SOUTHERN RAILWAY COMPANY

ATTEST:

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: *D.W. Clary*  
Name: *D.W. CLARY*  
Title: *MGR. PURCHASING-CAR*

Executed on this *8<sup>th</sup>* day of *MAY*, 2008.

[CORPORATE SEAL]

STATE OF *Virginia*  
COUNTY OF *Roanoke*

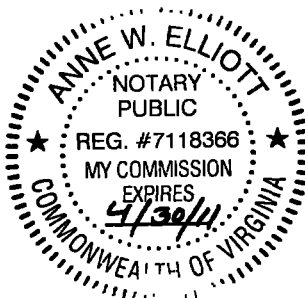
I, *ANNE W. ELLIOTT*, a Notary Public of the County and State aforesaid, certify that  
*D.W. CLARY* personally appeared before me this day and acknowledged his/her due  
execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this *8* day of *May*, 2008.

*Anne W. Elliott*  
Notary Public

My Commission Expires:

*4/30/11*  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

**NUMBER OF CARS:** One hundred ninety-seven (197)

**DESCRIPTION OF CARS:** Single cradle coil car generally based on NS Mechanical Specification ME-1095, less covers

**CAR NUMBERS:** NS 166760-166959, excluding NS 166776, NS 16679 and NS 166918